

EXHIBIT 3

Fairfield Sentry Limited
c/o Citco Fund Services (Europe) B.V.
World Trade Center
Tower B, 17th Floor
Strawinskylaan 1725
1077 XX Amsterdam
P.O. Box 7241
1007 JE Amsterdam
The Netherlands

Please fill in the following information:

The undersigned hereby irrevocably subscribes for and agrees to purchase U.S.\$ 500'000.00

(the "Shares") in Fairfield Sentry Ltd. (the "Company") upon the terms of the Information Memorandum dated June 30, 1994, as amended, which I/we have received and read. I/We acknowledge that I am/we are able to afford a shareholding in a speculative venture having the risks and objectives of the Company.

I/We declare that the Shares hereby subscribed for are not being (i) acquired directly or indirectly by, and (ii) will not be transferred directly or indirectly to, (A) a citizen, national or resident of, or an institution or other entity organised, created, formed, chartered or resident in, the United States of America, or to an individual who is not a citizen, national or resident of the United States whose spouse, siblings, ancestors or lineal descendants are citizens, nationals or residents of the United States ("U.S. Person"), (B) an entity as to which any person or entity described in (A) above is, directly or indirectly, a beneficiary, fiduciary, grantor or decedent, or (C) institutions or other entities owned, in whole or in part, directly or indirectly, by the persons or entities described in (A) or (B) above.

If the subscriber is a bank or broker-dealer, the subscriber hereby represents and warrants, when it is acquiring Shares on behalf of clients for investment purposes, that such clients are not U.S. Persons, that it will notify the Company if it shall come to its knowledge that any such client is or has become a U.S. Person, that it will not at any time knowingly transfer or deliver the Shares or any part thereof or interest therein to a U.S. Person, and that it will not make any transfer thereof in the United States of America, its territories or possessions.

I/We declare that I/we have a net worth of at least US\$1 Million.

Shares will be held in book entry form on behalf of the subscriber, following acceptance, by the Administrator, Citco Fund Services (Europe) B.V.

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Share Certificates may be issued in the name of the Shareholder or a Nominee. If this facility is required, please

check this box and if nominee registration is required, fill in the name of the nominee:

The subscriber hereby designates and appoints Interman Services Limited, through its authorised officers and directors, with full power of substitution, as its true and lawful Proxy and Attorney-in-Fact for the purpose of voting the shares herein subscribed for as said Proxy may determine on any and all matters which may arise at any annual or special meeting of shareholders and upon which such shares could be voted by shareholders present in person at such meeting. This Proxy may be revoked by the owner of record of the shares hereby subscribed for, either personally or by representation of a subsequently executed proxy at any annual meeting or special meeting of shareholders, or by written notice to Citco Fund Services (Europe) B.V., World Trade Center, Tower B, 17th Floor, Strawinskylaan 1725, 1077 XX Amsterdam, P.O. Box 7241, 1007 JE Amsterdam, The Netherlands.

Signature Page for Subscription by an INDIVIDUAL

Shares to be registered as follows:

(Check one)

Individual Subscriber

Co-Subscriber

(Both signatures required below)

(Please print all information exactly as you wish it to appear on the Company's records.)

Name of Subscriber

Address

Country of Residence

Telephone number

Telephone number
Fax number

Name of Co-Subscriber

Address

Country of Residence

Telephone number

Fax number

Dated

Signature(s) of Individual Subscriber(s) (Please print name below each signature):

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Signature Page for Subscription by an ENTITY**Shares to be registered as follows:****Entity Ownership - Check form of Organisation** **CORPORATION**

- Please include certified resolutions (or similar documents) authorising signature.

 PARTNERSHIP

- Please include a copy of the partnership agreement (or similar document) authorising signature.

 TRUST

- Please include a copy of the trust agreement.

 BANK or BROKER-DEALER - See Page A-2

The undersigned trustee, partner or officer warrants that he has full power and authority from all beneficiaries or partners or from the board of directors of the entity named below to sign this Share Application Form on behalf of the entity and that a purchase of Shares in Fairfield Sentry Limited is not prohibited by the governing documents of the entity.

Dated: February 22, 1999

(signature):

Signature(s) of Entity Subscriber(s)

(Please print name below each

TRINCASTAR CORP.

VERDURU ASSOCIATED LTD.

By:

(Trustee, partner or authorised
corporate officer)

(Name and Title)

By:

(Trustee, partner or authorised
corporate officer)

(Name and Title)

Kurt Kindle T. Schmitter

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SUBSCRIPTION INFORMATION

Name and address for Share Registration:

Name : Trincastar Corp.
Address : P.O. Box 3149, Pasea Estate, Road Town
City : Tortola
Country : British Virgin Islands
Telephone : -----
Facsimile : -----

Postal Address (if other than address of registration):

Name : Credit Suisse Trust
Address : Bleicherweg 33
City : 8002 Zurich
Country : Switzerland
Telephone : ++41/1-204 29 50
Facsimile : ++41/1-202 37 97
Attn: Mr Sascha Züger / Mr Claudio Valentino

Name & Address of Remitting Bank:

Name : Credit Suisse Private Banking
Address : Head-Office
City : 8070 Zurich
Country : Switzerland
Telephone : ++41/1-204 29 50
Facsimile : ++41/1-202 37 97
Account # : Trincaster Rubrik Ordinario
Account no. Redacted 71-62

**Name and Address of Bank for transfers in case of redemptions
(if other than Name & Address of Remitting Bank) :**

Name :
Address :
City :
Country :
Telephone :
Facsimile :
Account # :